

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

In re: _____

Chapter 11 Case No.

Lehman Brothers Holdings Inc., et al.,

08-13555

Debtors. _____

DECEMBER 2016 POST-EFFECTIVE OPERATING REPORT

DECEMBER 1, 2016 – DECEMBER 31, 2016
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS
SCHEDULE OF PROFESSIONAL FEE AND EXPENSE DISBURSEMENTS

DEBTORS' ADDRESS: LEHMAN BROTHERS HOLDINGS INC.
c/o KRISTINE DICKSON
EXECUTIVE VICE PRESIDENT - FINANCE
1271 AVENUE OF THE AMERICAS
40th FLOOR
NEW YORK, NY 10020

DEBTORS' ATTORNEYS: WEIL, GOTSHAL & MANGES LLP
c/o JACQUELINE MARCUS, GARRETT A. FAIL
767 FIFTH AVENUE
NEW YORK, NY 10153

REPORT PREPARER: LEHMAN BROTHERS HOLDINGS INC., AS PLAN ADMINISTRATOR

Date: January 30, 2017

TABLE OF CONTENTS

Schedule of Debtors	3
Lehman Brothers Holdings Inc. and Other Debtors and Other Controlled Entities	
Basis of Presentation — Schedule of Cash Receipts and Disbursements	4
Schedule of Cash Receipts and Disbursements	5
LBHI	
Basis of Presentation – Schedule of Professional Fee and Expense Disbursements	7
Schedule of Professional Fee and Expense Disbursements	8

SCHEDULE OF DEBTORS

The twenty three entities listed below (the “Debtors”) filed for bankruptcy in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) on the dates indicated below. On December 6, 2011, the Bankruptcy Court confirmed the Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors (the “Plan”). On March 6, 2012, the “Effective Date” (as defined in the Plan) occurred. As of the date hereof, the following Debtors’ chapter 11 cases remain open:

	Case No.	Date Filed ("Commencement Date")
Lehman Brothers Holdings Inc. (“LBHI”)	08-13555	9/15/2008
Lehman Brothers Commodity Services Inc. (“LBCS”)	08-13885	10/3/2008
Lehman Brothers Special Financing Inc. (“LBSF”)	08-13888	10/3/2008
Lehman Brothers OTC Derivatives Inc. (“LOTC”).....	08-13893	10/3/2008
Lehman Brothers Derivative Products Inc. (“LBDP”)	08-13899	10/5/2008
Lehman Commercial Paper Inc. (“LCPI”).....	08-13900	10/5/2008
Lehman Brothers Commercial Corporation (“LBCC”)	08-13901	10/5/2008
Lehman Brothers Financial Products Inc. (“LBFP”)	08-13902	10/5/2008
Lehman Scottish Finance L.P.	08-13904	10/5/2008
BNC Mortgage LLC	09-10137	1/9/2009
LB Rose Ranch LLC	09-10560	2/9/2009
Structured Asset Securities Corporation.....	09-10558	2/9/2009

The following Debtors’ chapter 11 cases were closed in 2016, pursuant to final decrees entered by the Bankruptcy Court (Docket No. 51920 and Docket No. 54163):

	Case No.	Date Filed	Date Closed
LB 745 LLC.....	08-13600	9/16/2008	1/28/2016
PAMI Statler Arms LLC.....	08-13664	9/23/2008	1/28/2016
CES Aviation LLC	08-13905	10/5/2008	1/28/2016
CES Aviation V LLC.....	08-13906	10/5/2008	1/28/2016
CES Aviation IX LLC	08-13907	10/5/2008	1/28/2016
LB 2080 Kalakaua Owners LLC	09-12516	4/23/2009	1/28/2016
LB Somerset LLC	09-17503	12/22/2009	1/28/2016
LB Preferred Somerset LLC	09-17505	12/22/2009	1/28/2016
East Dover Limited.....	08-13908	10/5/2008	12/15/2016
Luxembourg Residential Properties Loan Finance S.a.r.l.....	09-10108	1/7/2009	12/15/2016
Merit LLC	09-17331	12/14/2009	12/15/2016

The Company has established an email address to receive questions from readers regarding its financial disclosures. The Company plans to review questions received, and for those subjects which the Company determines a response would not (i) violate a confidentiality provision, (ii) place the Company in a competitive or negotiation disadvantage, or (iii) be unduly burdensome relative to the value of information requested, the Company shall endeavor to post a response (maintaining the anonymity of the originators of the questions). The Company assumes no obligation to respond to email inquiries.

Please email questions, with document references as relevant, to:

QUESTIONS@lehmanholdings.com

The Company’s previously posted responses can be found on the Epiq website maintained for the Company:

www.lehman-docket.com under the Key Documents tab and the Responses to Questions Submitted category

**LEHMAN BROTHERS HOLDINGS INC. AND OTHER DEBTORS AND DEBTOR-CONTROLLED
ENTITIES**

BASIS OF PRESENTATION
SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS
DECEMBER 1, 2016 – DECEMBER 31, 2016

The information and data included in this December 2016 Post-Effective Operating Report (the “Operating Report”) are derived from sources available to Lehman Brothers Holdings Inc. (“LBHI”), as Plan Administrator, and its Controlled Entities (collectively, the “Company”). The term “Controlled Entities” refers to those entities that are directly or indirectly controlled by LBHI, and excludes, among others, those entities that are under separate administrations in the United States or abroad. LBHI and certain of its Controlled Entities filed for protection under Chapter 11 of the Bankruptcy Code, and those entities are referred to herein as the “Debtors”. The Debtors’ Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. LBHI has prepared this Operating Report, which includes certain information as required by the Office of the US Trustee, based on the information available to LBHI at this time, but notes that such information may be incomplete and may be materially deficient in certain respects. This Operating Report is not meant to be relied upon as a complete description of the Debtors, their business, condition (financial or otherwise), results of operations, prospects, assets or liabilities. LBHI reserves all rights to revise this report.

Other items:

1. This Operating Report is not prepared in accordance with U.S. generally accepted accounting principles (GAAP), is not audited and will not be subject to audit or review by the Company’s external auditors at any time in the future. Cash balances and activity denominated in foreign currencies have been converted to US Dollars.
2. Beginning and ending balances include demand deposits, interest-bearing deposits with banks, U.S. and foreign money-market funds, U.S. government obligations, U.S. government guaranteed securities, investment grade corporate bonds and commercial paper, and AAA-rated asset-backed securities secured by auto loans and credit card receivables.
3. Beginning and ending cash balances are based on preliminary closing numbers and are subject to adjustment.
4. Beginning and ending cash and investment balances exclude the following:
 - Cash posted as collateral for hedging activity; and
 - Cash held at real estate owned properties or at third party real estate managers.

LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Debtor-Controlled Entities

Schedule of Cash Receipts and Disbursements

December 1, 2016 - December 31, 2016

Unaudited (\$ in millions, foreign currencies reflected in USD equivalents)

	Debtors					Debtor-Controlled Entities Total	Total Debtors and Debtor-Controlled Entities
	LBHI	LBSF	LCPI	Other	Total		
Beginning Free Cash and Investments (12/01/16)	\$ 235	\$ 27	\$ 12	\$ 293	\$ 568	\$ 230	\$ 798
Sources of Cash							
Commercial Real Estate	1	-	3	-	3	13	16
Loans (Corporate and Residential)	3	-	26	-	29	0	29
Private Equity / Principal Investing	1	-	-	-	1	11	12
Derivatives	-	37	-	-	37	-	37
Receipts from Affiliates	1	2	-	-	3	1	4
Other	(a) 32	0	1	0	34	0	34
Total Sources of Cash	38	40	30	0	108	25	133
Uses of Cash							
Non-Operating							
Commercial Real Estate	(2)	-	(1)	-	(3)	(0)	(3)
Private Equity / Principal Investing	-	-	-	-	-	(0)	(0)
Other	(1)	-	-	-	(1)	-	(1)
Operating Expenses	(b)						
Compensation and Benefits	(c) (3)	-	-	-	(3)	(0)	(3)
Professional Fees	(9)	(0)	-	-	(9)	(0)	(9)
Other	(1)	(0)	(0)	(0)	(1)	(1)	(1)
Total Uses of Cash	(15)	(0)	(1)	(0)	(16)	(1)	(17)
Total Cash From Operations	23	40	29	0	92	24	116
Pre-Petition Inter-Company Receipts	4	-	14	0	18	0	18
Post-Petition Inter-Company Receipts	1	4	13	44	62	2	64
Dividend Receipts	-	0	4	-	4	-	4
Total Inter-Company Transfers Receipts	(d) 6	4	30	44	85	2	86
Pre-Petition Inter-Company Disbursements	-	-	(0)	(14)	(14)	(4)	(18)
Post-Petition Inter-Company Disbursements	(62)	(0)	-	-	(62)	(2)	(64)
Dividend Disbursements	(2)	-	-	-	(2)	(2)	(4)
Total Inter-Company Transfers Disbursements	(d) (64)	(0)	(0)	(14)	(78)	(8)	(86)
Payments to Creditors - Non-Controlled Affiliates	(0)	-	-	(5)	(5)	-	(5)
Total Payments to Creditors	(0)	-	-	(5)	(5)	-	(5)
Other	8	(0)	(0)	0	8	(6)	2
Reclass from/(to) Restricted Cash to Free Cash	2	-	-	0	3	1	3
Net changes in Free Cash and Investments	(24)	44	60	26	105	11	116
Ending Free Cash and Investments (12/31/16)	211	71	72	319	672	242	914
Beginning Restricted Cash (12/01/16)	3,421	870	1	177	4,469	28	4,497
Disputed unsecured claims	-	-	-	(0)	(0)	-	(0)
Secured, Admin, Priority Claims and Other	-	-	-	(0)	(0)	-	(0)
Citigroup	0	-	-	-	0	-	0
Other	(2)	-	-	0	(2)	(1)	(3)
Net Changes in Restricted Cash	(2)	-	-	(0)	(3)	(1)	(3)
Ending Restricted Cash (12/31/16)	3,418	870	1	177	4,467	27	4,494
Beginning Total Cash and Investments (12/01/16)	3,656	897	14	470	5,037	258	5,295
Net changes in Free Cash and Investments	(24)	44	60	26	105	11	116
Net changes in Restricted Cash	(2)	-	-	(0)	(3)	(1)	(3)
Ending Total Cash and Investments (12/31/16)	(e) \$ 3,629	\$ 941	\$ 73	\$ 496	\$ 5,139	\$ 269	\$ 5,408

All values that are exactly zero are shown as "-". Values between zero and \$0.5 million appear as "0".

Totals may not foot due to rounding.

LEHMAN BROTHERS HOLDINGS INC. and other Debtors and Debtor-Controlled Entities
Schedule of Cash Receipts and Disbursements
December 1, 2016 - December 31, 2016

Unaudited (\$)

Notes:

- (a) Other includes net variation margin of \$32 million paid to the Company pursuant to the foreign currency hedging program related to various movements in the Euro, British Pound and Swiss Franc versus the US Dollar.
- (b) A portion of the Operating Expenses paid by LBHI is subject to allocations to, and reimbursement from, various Debtors and Debtor-Controlled Entities.
- (c) Compensation and Benefits includes the Company's employee expenses as well as fees paid to Alvarez & Marsal (A&M).
- (d) Inter-Company Receipts and Disbursements include partial repayments on intercompany balances, and dividend distributions.
- (e) Ending Total Cash and Investments for Debtor-Controlled Entities - Other includes \$9 million of cash balances at Debtor-Controlled Entities in Asia.

**LEHMAN BROTHERS HOLDINGS INC. AND OTHER DEBTORS AND DEBTOR-CONTROLLED
ENTITIES**

BASIS OF PRESENTATION
SCHEDULE OF PROFESSIONAL FEE AND EXPENSE DISBURSEMENTS
DECEMBER 1, 2016 – DECEMBER 31, 2016

The information and data included in this December 2016 Post-Effective Operating Report (the “Operating Report”) are derived from sources available to Lehman Brothers Holdings Inc. (“LBHI”), as Plan Administrator and its Controlled Entities (collectively, the “Company”). The term “Controlled Entities” refers to those entities that are directly or indirectly controlled by LBHI, and excludes, among others, those entities that are under separate administrations in the United States or abroad. LBHI and certain of its Controlled Entities had filed for protection under Chapter 11 of the Bankruptcy Code, and those entities are referred to herein as the “Debtors”. The Debtors’ Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure. LBHI has prepared this Operating Report, including certain information as required by the Office of the United States Trustee, based on the information available to LBHI at this time, but note that such information may be incomplete and may be materially deficient in certain respects. This Operating Report is not meant to be relied upon as a complete description of the Debtors, their business, condition (financial or otherwise), results of operations, prospects, assets or liabilities. LBHI reserves all rights to revise this report.

1. This Operating Report is not prepared in accordance with U.S. generally accepted accounting principles (GAAP), is not audited and will not be subject to audit or review by the Company’s external auditors at any time in the future.
2. The professional fee disbursements presented in this report reflect the date of actual cash payments to professional service providers. The Company has incurred additional professional fee expenses during the reporting period that will be reflected in future Operating Reports as cash payments are made to providers.
3. The professional fee disbursements presented in this report have primarily been paid by LBHI; a portion of these fees have been and will be allocated to Debtors and certain Controlled Entities based on the dedicated costs associated with each entity and an allocation methodology.

LEHMAN BROTHERS HOLDINGS INC. and Other Debtors and Debtor-Controlled Entities

Schedule of Professional Fee and Expense Disbursements

December 2016 (a)

Unaudited (\$ in thousands)

		Dec-16	Year-to-date
		<u>\$</u>	<u>\$</u>
Alvarez & Marsal LLC			
Alvarez & Marsal LLC	Staff Resources	\$ 563	\$ 10,808
Professional Fees			
Allister Brown Group LLC	Document Review for Litigations	332 (b)	4,485
Barry Isaacs	Legal Experts for Litigations	192	321
Cleomar Co. S. A.	Legal Experts for Litigations	150	671
Curtis, Mallet-Provost, Colt & Mosle LLP	Litigation Counsel	245	1,511
Epiq Bankruptcy Solutions LLC	Claims Management and Noticing Agent	88	2,314
F1 Technical Solutions, INC	Document Review for Litigations	74	2,964
Jones Day	Litigation Counsel	1,557 (b)	9,668
Paul, Hastings, Janofsky & Walker LLP	Special Counsel - Real Estate	18	1,681
Quinn Emanuel Urquhart Oliver & Hedges, LLP	Litigation Counsel	1,741	20,666
Recovco Mortgage Management LLC	RMBS - Private Label Litigation	-	8,927
Rollin Braswell Fisher LLC	Special Counsel - RMBS	533	6,588
SBCC Group, Inc	Legal Experts for Litigations	-	1,384
Simpson Thacher & Bartlett LLP	Litigation Counsel	169	169
Turing Experts Ltd	Legal Experts for Litigations	440	440
Weil Gotshal & Manges	Lead Counsel - Debtors	273	13,553
Willkie Farr & Gallagher LLP	Special Counsel - RMBS	216	4,965
Wollmuth Maher & Deutsch LLP	Special Counsel - Derivatives and RMBS	437	7,156
US Trustee Quarterly Fees		-	709
Other Professionals	Various	2,352 (c)	23,867
Sub-total Professional Fees		8,817	112,040
Total Professional Fees (including A&M)		9,380	122,848
Alvarez & Marsal LLC	Incentive fees	-	9,463 (d)
Houlihan Lokey Howard & Zukin Capital Inc.	Incentive fees	-	1,893 (d)
Total Incentive Fees		-	11,355
 Total Professional and Incentive Fees		\$ 9,380	\$ 134,203

Note: The above list includes vendors that have been paid over \$1 million on a trailing 12 month basis and vendors that were paid over \$150 thousand for the month reported. Professionals deemed 'confidential' (due to their work on active disputes) are included in the "Other Professionals" category.

- (a) The Company has incurred additional professional fee expenses that will be reflected in future Operating Reports.
- (b) Reflects professional fees incurred over multiple months.
- (c) Other Professionals reflect disbursements to approximately 100 vendors.
- (d) Reflects incentive fees related to the Ninth, Tenth and Eleventh Distributions to holders of Allowed Claims. Refer to Docket No. 32470 and Docket No. 32155 for additional information on Alvarez & Marsal and Houlihan Lokey incentive fees, respectively.